

Register No: 29036R

**RULES OF**

**ESHER RUGBY FOOTBALL CLUB  
LIMITED**

Registered under the Co-operative  
and Community Benefit Societies  
Act 2014

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## **I NAME, OBJECTS AND POWERS**

### **1 Name**

The Society shall be called the “Esher Rugby Football Club Limited” whose Registered Office is at 369, Molesey Road, Hersham, Surrey, KT12 3PF.

### **2 Definitions**

Except where the context otherwise permits or requires, the words and expressions listed in the Schedule of Definitions set out in Rule 36 shall bear the meanings given to them therein.

### **3 Objects**

The objects of the Club shall be:

- 3.1** To promote, encourage and foster the Game for the benefit of the Members including (but not limited to) the coaching thereof at all levels.
- 3.2** To promote, encourage and foster the Game at all levels in the area of the Ground and the surrounding areas.
- 3.3** To ensure that the Game is played in accordance with the Laws of the Game and is administered in accordance with the World Rugby Regulations and the Rules and Regulations of the Union.
- 3.4** To undertake such matches and fixtures and other activities as the Committee may decide.
- 3.5** To maintain and develop the Ground at 369, Molesey Road, Hersham, Surrey, KT12 3PF or such other location as the Committee may from time to time determine as the headquarters of the Club and as a venue for playing the game and conducting the other activities of the Club so as to provide the best possible facilities for Members and those visiting the Ground.
- 3.6** To strengthen the bonds between the Club and the local community in the areas surrounding the Club.

### **4 Powers of the Club**

To further its objects the Club shall have the power to do all such things as are incidental or conducive to the objects of the Club including (but not limited to) all or any of the following:

- 4.1** Either directly or indirectly to employ, invest and deal with the assets and funds of the Club for the objects of the Club in such manner as shall be considered by the Committee to be expedient, and to do all such other acts and things and carry on all such other activities (including (but not limited to) leasing, subleasing, releasing, renting, acquiring, altering, erecting, holding, selling, improving, developing, repairing, hiring, lending with or without security or otherwise dealing with real and personal property of any kind) as shall be considered by the Committee to be necessary or expedient for the purposes of the Club or the advancement of its interests.
- 4.2** To raise or borrow money for the purposes of or in connection with the activities of the Club or any of them as the Committee thinks fit in accordance with the following provisions:
  - 4.2.1** Any sum or sums raised or borrowed may be on mortgage, charge, bonds or debentures or all or any of the funds or property of the Club whether or not

including any floating charge of the whole or part of the undertaking property and assets of the Club both present and future.

- 4.2.2** At the time of any borrowing the sum of the amount then remaining undischarged of monies borrowed and of the amount of the proposed borrowing shall not exceed £200,000 or such sum as the Members in General Meeting may from time to time determine.
- 4.2.3** The rate of interest payable at the time the terms of borrowing are agreed on any money borrowed shall not exceed the rate of interest which in the opinion of the Committee represents the market rate of interest for borrowings of similar amount and on similar terms prevailing at that time except that in the case of a mortgage loan the Committee may delegate the determination of the interest rate within specified limits to an Officer, Committee Member or Sub-Committee.
- 4.2.4** The Committee may determine from time to time (subject to Rules 4.2.1, 4.2.2 and 4.2.3) the terms and conditions upon which money is raised or borrowed or security is issued and may vary such terms and conditions.
- 4.2.5** No person lending money to the Club shall be concerned to see or enquire whether either of the limits imposed by Rule 4.2.2 or Rule 4.2.3 is exceeded at the time of the borrowing or issue and if either or both of such limits were to be exceeded no borrowing incurred in excess of such limits shall be invalid unless such person had received express notice to this effect at the time of borrowing.
- 4.3** To give any security or securities whether by way of mortgage or otherwise for the performance of any contracts or any debts, liabilities or obligations of the Club or any of its subsidiaries or other persons or corporations in whose business or undertaking the Club is interested, or to whom or in respect of whom the Club has given any personal covenant, guarantee or indemnity, whether directly or indirectly, and collaterally or further to secure any obligation of whatever nature of the Club by a trust deed or other assurance.
- 4.4** To accept and grant sponsorship and franchises and make such arrangements in connection therewith as the Committee shall think fit.
- 4.5** To apply for and hold any licences, consents, certificates, permissions and approvals that may be required for or in connection with the activities of the Club and (among other things) to provide catering and such other facilities as the Committee shall consider desirable.
- 4.6** To invite, receive and make donations for or otherwise promote or assist in the development or continuance of facilities for, or the prestige of, the Game or any other sport or recreation.
- 4.7** To support (whether by direct subscription, the giving of guarantees or otherwise) any charitable, benevolent or educational fund, institution or organisation, or any event or purpose of a public or general nature, the support of which will or may, in the opinion of the Committee, directly or indirectly benefit, or is calculated so to benefit, the Club or its activities or its employees, ex-employees, players, former players or their dependants.
- 4.8** To promote, arrange and organise competitions and entertainments in connection with the Game and any other sport or recreation.

- 4.9** To engage such officials and employees upon such terms and at such remuneration as the Committee may deem appropriate, and to dismiss or retire any of them as may be necessary.
- 4.10** To provide pensions, insurances and other benefits to employees or ex-employees of the Club or the dependants and relatives of any such persons and to establish and maintain or concur in establishing and maintaining trusts, funds, schemes or other arrangements (whether contributory or non-contributory) with a view to providing such benefits including (but not limited to) retirement benefits and/or life assurance schemes.
- 4.11** To maintain bank accounts in credit or overdrawn on such terms as the Committee shall think fit including the giving of guarantees and indemnities in respect of direct debits and other money transmission or collection systems whether pursuant to Rule 17.5 or otherwise.
- 4.12** To pass such resolutions, regulations and instructions which shall be binding on all Members as are considered necessary for the better management, organisation, administration and regulation of the Club.
- 4.13** To settle, conduct, enforce or resist either in a court of law or by arbitration any suit, debt, liability or claim by or against the Club.

## **II MEMBERSHIP**

### **5 Members**

- 5.1** The Members of the Club shall be the persons whose names are for the time being entered in the Register of Members.
- 5.2** The Committee may (subject to the provisions of Rule 6) offer such categories of membership of the Club with such qualifications, application procedures and conditions, duties and privileges, subscriptions and in such numbers as it may from time to time decide but always on the basis that every Member shall have one vote. Details of categories, qualifications, application procedures and conditions, duties and privileges of membership in force from time to time shall be kept by the Secretary and shall be available for inspection by Members at all reasonable times.
- 5.3** Details of any entrance fee and the subscription payable by each category of membership as determined under Rule 18 shall be kept as in Rule 5.2 by the Secretary.
- 5.4** The Committee shall have the power to admit to membership any person in accordance with the application procedures and conditions for the time being applicable under Rule 5.2. There shall be no obligation to state any reason for the rejection of an application.
- 5.5** The Committee may elect (subject to confirmation at the next following Annual General Meeting of the Club) as an Honorary Member of the Club any person, whether an existing Member or not, whose membership whether for services to the Club, to the Game or for any other reason the Committee considers to be especially desirable in the interests of the Club. An Honorary Member shall be a Member with all the rights duties and privileges of membership of the Club but without any obligation to pay any entrance fee or subscription. The Committee shall have power to terminate the honorary membership of any person at any time if it considers such action to be in the interests of the Club so to do.
- 5.6** No person may be accepted as a candidate for membership under the age of **eighteen** years and the purported admission of a person under the age of sixteen shall be void.

- 5.7** The Committee shall have power to create a class of persons called Juniors or with such other title as the Committee may decide using as criteria age, ticket holding or otherwise as it shall think fit. Such persons shall not be Members within these Rules and they shall have such rights, privileges and obligations as the Committee shall decide. Any person recognised in this class shall cease to be entitled to such recognition on attaining the age of eighteen years.
- 5.8** It shall be the duty of every Member to advise the Secretary promptly of each change of address. All notices and letters dispatched by post to a Member at the address registered in the Register of Members (which shall be conclusive proof thereof) shall be deemed to have been properly delivered pursuant to Rule 33.
- 5.9** A Member may resign from the Club at any time by giving to the Secretary written notice of the intention so to do provided that the Member shall remain liable for all monies then due and owing to the Club.
- 5.10** The President or Secretary or any person appointed by either of them shall have the power to order the withdrawal from the Ground of any Member who is in breach of any of these Rules, any Regulation or any Rule or Regulation of the Union which is applicable to the Ground or its use by Members or who otherwise is, in the opinion of the President or Secretary or their appointee or appointees, guilty of misconduct.
- 5.11** The Committee shall have power to terminate or suspend for such period as it thinks fit the membership of or to reprimand a member for any infringement of these Rules, any Regulations, the Rules or Regulations of the Union, the Laws of the Game or the World Rugby Regulations or for any conduct prejudicial to the interests of the Club or the Game. The procedure for the exercise of this power shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.
- 5.12** A Member shall cease to be a Member:
- 5.12.1** On resignation.
  - 5.12.2** On termination of membership by the Committee.
  - 5.12.3** On death.
- 5.13** Each person who is in membership with the Club at the date these Rules take effect pursuant to Rule 28 shall be admitted to membership in accordance with Rule 5.4 and any person in membership at that date **under the age of eighteen years shall be granted the status of a Junior in accordance with Rule 5.7.**
- 5.14** Upon a claim being made by the personal representative of a deceased Member; or the trustee in bankruptcy of a Member who is bankrupt the Club shall transfer or pay such property to which the personal representative or trustee in bankruptcy has become entitled or as the personal representative or trustee in bankruptcy may direct them.

## **6 Share Capital**

- 6.1** The capital of the Club shall consist of shares of the value of five pence each.
- 6.2** Every Member of whatever category shall hold one share and no more in the capital of the Club. No person who is not a Member shall be issued with a share.
- 6.3** Each Member of the Club at the date these Rules takes effect pursuant to Rule 28 (**other than those under the age of eighteen years**) shall be allotted one share and five pence of the subscription then next paid by each Member shall be applied in paying up the same in full.

- 6.4 Any Member admitted to membership after the date on which these Rules take effect shall be allotted one share on admission and five pence of the first subscription paid by such Member shall be applied in paying up the same in full.
- 6.5 In the case of a share allotted to an Honorary Member either upon these Rules taking effect or upon admission to membership thereafter pursuant to Rule 5.5 such share shall be credited as fully paid by way of a capitalisation of any profits of the reserves of the Club and the Committee shall have power to take all steps necessary to give effect to this Rule.
- 6.6 No share shall be held jointly, be withdrawable or be transferable by any Member and no interest, dividend or bonus shall be payable on any share. Any Member transferring or attempting to transfer a share or any interest therein or any rights associated therewith shall, if the Committee so decides, be deemed to have resigned from the Club as from the date of such transfer or attempted transfer.
- 6.7 The share of a Member shall be forfeited to the Club when that member for whatever reason ceases to be a Member and any amount then due to the Member in respect of such share shall thereupon become the property of the Club.
- 6.8 The Club shall not be required to issue a certificate to any member in respect of the share allotted to that Member.

### III GENERAL MEETINGS

#### 7 General Meetings

- 7.1 All General Meetings shall be held at the Ground or elsewhere as the Committee may determine and any such meeting other than an Annual General Meeting shall be called a Special General Meeting.
- 7.2 The Chairman of all such meetings shall be the President of the Club or if unavailable the Immediate Past President or if unavailable a Member of the Committee appointed at the Meeting concerned to take the Chair for that Meeting.
- 7.3 Every Member shall be entitled to attend and (other than those under the age of eighteen years) vote at any General Meeting. The procedure for the casting of votes shall be determined by the Chairman of the Meeting.
- 7.4 The quorum at any General Meeting shall be 25 Members. The quorum at a General Meeting will be 25 members present in person and in relation to resolutions relating to the dissolution of the club or the disposal (including mortgaging or charging), whether on a dissolution or otherwise of more than twenty-five percent by value of the Club's assets, the quorum will be more than fifty percent of the total membership present in person or by proxy.
- 7.5 If within thirty minutes after the time appointed for a General Meeting a quorum is not present, the Meeting, if convened on the requisition of members, shall be dissolved, and in every other case it will stand adjourned to such other day and at such time and place, or be dissolved, as the Committee shall determine.
- 7.6 All resolutions shall be decided by a majority of votes recorded except where:
- 7.6.1 These Rules provide for a special resolution which shall require a majority of at least three quarters of the votes recorded, or
- 7.6.2 A resolution is put to an Annual General Meeting as contemplated by rule 8.1.7.2 in which case the provisions of the Act as to voting shall apply.

- 7.7 A declaration by the Chairman of a General meeting to the effect that a particular resolution has been passed or not or passed by a particular majority or not shall (subject to the Act) be final and binding on all Members.
- 7.8 A General Meeting shall not be invalidated by reason only of any Member accidentally failing to receive a notice thereof or any accompanying document relating thereto.
- 7.9 The procedure for conduct of General Meetings shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.

## **8 Annual General Meetings**

- 8.1 Not later than **31<sup>st</sup> July** in every year a General Meeting shall be held (to be known as the Annual General Meeting) for the transaction of the following business:

- 8.1.1 To consider and approve (with or without amendment) the minutes of the previous Annual General Meeting.
- 8.1.2 To receive and approve a report from the Committee on the affairs of the Club since the previous Annual General Meeting.
- 8.1.3 To receive and approve a Financial Statement for the preceding financial year and where necessary in law or where the members require the Auditors' report thereon.
- 8.1.4 To elect the Officers for the ensuing year.
- 8.1.5 To elect Vice Presidents.
- 8.1.6 To confirm any elections of Honorary Members made by the Committee during the preceding year.
- 8.1.7 To elect Members of the Committee for the ensuing year.
- 8.1.8 Where necessary in law or where the members require:
  - 8.1.8.1 To appoint the Auditors for the ensuing year, or
  - 8.1.8.2 To consider a resolution disapplying the provisions of the Act relating to the obligation to appoint Auditors.
- 8.1.9 To consider as a special resolution any addition or alteration to these rules duly proposed in accordance with Rule 8.5.
- 8.1.10 To consider any other motion or business duly proposed in accordance with Rule 8.4.
- 8.1.11 To consider any other business of which due notice shall have been given.
- 8.1.12 To hear any other relevant matter for the consideration of the Committee during the ensuing year, but on which no voting shall be allowed.

- 8.2 Notice of every Annual General Meeting stating the date, time and venue of such Meeting shall be sent to all Members so as to be received not less than two clear weeks prior to the date of the Meeting with the agenda of the business to be considered thereat and with a notice of where a copy of the Club's Financial Statement for the preceding financial year may be reviewed.

**8.3** The election of the Officers shall be subject to the following provisions:

**8.3.1** Any Member shall have the right to make nominations, with the written consent of a candidate, for election to any one or more of the offices named in or created under the provisions of Rule 13.1. Such nominations must be sent in writing so as to reach the Secretary by **1<sup>st</sup> June**. The Committee shall also have the right to make nominations for the election of Officers.

**8.3.2** The election of each Officer shall be decided by a majority of votes recorded.

**8.3.3** In the event of an equal number of votes being cast for two or more candidates for any office a further election for that office shall immediately be held between those candidates for whom the votes cast are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holder of the office concerned for the ensuing year.

**8.4** The election of Committee Members shall be subject to the following provisions:

**8.4.1** Any Member shall have the right to make not more than one nomination, with the written consent of the candidate, for election as one of the Committee Members provided for in Rule 14.1.2. Such nominations must be sent in writing so as to reach the Secretary by 30 April. The Committee shall also have the right to make nominations for the election of Committee Members without restriction on the number of nominations.

**8.4.2** The election of Committee Members shall be decided by a majority of votes recorded.

**8.4.3** In the event of an equal number of votes being cast for two or more candidates for the last seat or seats on the Committee a further election shall immediately be held for the last seat or seats between those candidates for whom the votes cast for such seat or seats are equal in number. If there shall still be equality of votes the members of the retiring Committee present at the time shall decide who shall from those candidates receiving an equal number of votes in the second election be the holders of the last seat or seats on the Committee for the ensuing year.

**8.5** Proposals for additions or alterations to the Rules or for any other motion to be submitted to an Annual General Meeting shall be subject to the following provisions:

**8.5.1** Any proposal shall be submitted in writing to the Secretary by **1<sup>st</sup> June** duly proposed by one Member and seconded by another.

**8.5.2** Copies of all such proposals and copies of all proposals put forward by the Committee shall be sent to all Members with the notice of the Annual General Meeting.

**8.5.3** Amendments to any proposal notified to Members under Rule 8.5.2 shall be sent in writing so as to reach the Secretary duly proposed and seconded not less than twenty-four hours before the time for which the Annual General Meeting is convened.

**8.5.4** Amendments duly received in accordance with Rule 8.5.3 shall be added to the agenda by the Chairman of the Annual General Meeting.

## **9 Special General Meetings**

**9.1** The Committee may convene at any time a Special General Meeting by giving to all Members two clear weeks written notice thereof stating the date, time and venue thereof and the resolution or resolutions to be moved or other business to be transacted thereat.

**9.1.1** Amendments to any resolution proposed by the Committee shall be submitted in writing to the Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.4.3 for an Annual General Meeting.

**9.1.2** Amendments duly received in accordance with Rule 9.1.1 shall be added to the agenda by the Chairman of the Special General Meeting.

**9.2** The Committee shall also convene a Special General Meeting on receipt by the Secretary of a written requisition so to do, duly signed by not less than 20 Members. Each requisition must clearly state the specific resolution to be moved.

**9.2.1** Two clear weeks' notice of such a Meeting, stating the date, time and venue thereof and the specific resolution to be moved thereat shall be sent to all Members by the Secretary within fourteen days of the receipt of the requisition.

**9.2.2** Amendments to such a resolution shall be submitted in writing to the Secretary duly proposed and seconded by Members in the same manner as is prescribed by Rule 8.5.3.

**9.2.3** Amendments duly received in accordance with Rule 9.2.2 shall be added to the agenda by the Chairman of the Special General Meeting.

## **10 Rules**

**10.1** No new Rule shall be made, nor shall any Rule be amended or rescinded, except by a special resolution passed at an Annual General Meeting in accordance with Rule 8.5 or at a Special General meeting convened by the Committee in accordance with Rule 9.1.

**10.2** The Secretary shall register in accordance with the Act any new Rule or amendment to these Rules and no new Rule or amendment to the Rules shall be valid until so registered.

**10.3** A copy of the Rules shall be delivered by the Secretary to any person on demand on payment of such sum (not exceeding ten pence) as may from time to time be determined by the Committee.

## **IV OFFICERS AND COMMITTEE**

### **11 Powers of the Committee**

Subject to the provisions of Rule 11.A, the affairs of the Club shall be administered by the Committee which shall exercise all powers of the Club expressed in Rule 4 and without limiting the generality thereof:

**11.A** The Committee shall not have the authority to exercise any of the powers of the Club to effect any of the following acts or transactions without obtaining the proper sanction of the Members by Special Resolution: -

a) sell, lease, mortgage or otherwise deal with any interest in land owned or held by the Club; or

b) replace more than one director of the Club's Trustee Company in any successive three year period, the first such period being the one commencing on 1 January 1999.

**PROVIDED** that no such sanction shall be required in connection with:

- (i) the disposal of an interest in the Back Pitches to the company known as Hersham Land PLC on the basis described in the circular letter from the President to the Members dated 15 August 1999 or
- (ii) to the subsequent disposal of all or part of the Back Pitches pursuant to the agreement entered into between the Club and the said company as described in the said circular letter.

**11.1** The Committee shall have power to appoint such Sub-Committees as are considered necessary to deal with the affairs of the Club.

**11.1.1** The Committee shall determine the composition, powers and terms of reference of each Sub-Committee.

**11.1.2** The Chairman of any Sub-Committee shall have a second or casting vote, and the quorum necessary for the transaction of business by a Sub-Committee shall be one-third of its appointed members or as the Committee may determine.

**11.1.3** A Sub-Committee may exercise the power of co-option subject to the provisions of Rule 11.2.

**11.2** The Committee shall have power to co-opt additional members to serve on it provided that the number of such co-opted members shall not exceed twenty-five per cent of the number of members elected to hold office on the Committee (the Officers for the purposes of this computation being deemed to be elected members) and to approve the co-option of additional members to serve on any Sub-Committee, in both cases either for general or special service and with or without voting rights.

**11.3** The Committee shall not exercise its powers in any way or for any purpose inconsistent with the objects of the Club.

**11.4** The procedure for the conduct of meetings of the Committee shall be prescribed by the Committee and details thereof shall be kept by the Secretary and be available for inspection by Members at all reasonable times.

**11.5** References in these Rules to any acts or activities or opinion (including, without limitation, decisions, directions, requests, exercises of discretion and the giving of consent) of the Committee shall mean such acts or activities or opinions as shall have been sanctioned or effected or (as the case may be) expressed by (a) a resolution of the Committee or (b) a resolution of the relevant Sub-Committee where the power to act or authority being exercised has been delegated by the Committee to a Sub-Committee or (c) the relevant Officer where that power or authority has been delegated by the Committee to an Officer.

## **12 Committee Members' Interests**

**12.1** Any Committee Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Club shall declare the nature and extent of his interest at the first meeting of the Committee held after he became so interested.

**12.2** Notwithstanding rule 12.1, a general notice given to the Committee that a Committee Member is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Committee Member has an interest in any such transaction of the nature and extent so specified.

**12.3** Provided that he has disclosed in accordance with this rule any material interest of his, a Committee Member:

- 12.3.1 may be party to, or otherwise interested in, any transaction or arrangement with the Club or in which the Club is otherwise interested;
- 12.3.2 may be a director or other office of, or employed by, or party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Club or in which the Club is otherwise interested; and
- 12.3.3 shall not, by reason of his office, be accountable to the Club for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

### **13 Officers**

- 13.1 The Officers of the Club shall be a President, a Chair, a Secretary, a Treasurer, a Chairman of Rugby and such other Officers as the Club may in General Meeting from time to time determine.
- 13.2 The Officers of the Club shall be elected at each Annual General Meeting in accordance with Rule 8.3.
- 13.3 Each Officer on election at an Annual General Meeting shall hold office from the end of that Meeting until the end of the next Annual General Meeting but shall be eligible for re- election from year to year.
- 13.4 If any such offices fall vacant between one Annual General Meeting and the next such vacancy shall be filled by the Committee for the period of the vacancy.

### **14 Committee**

- 14.1 The Committee shall consist of the Officers and other Members as the Club may in General Meeting from time to time determine.
- 14.2 The quorum of the meeting of the Committee shall be five (or such other number as may be determined from time to time by the Club in General Meeting) and the Member elected to take the Chair shall be entitled to exercise a second or casting vote.
- 14.3 If a vacancy shall occur for an elected Member of the Committee between one Annual General Meeting and the next such vacancy shall be filled by the Committee.
- 14.4 If a Member of the Committee shall commit an offence under Rule 5.11 or shall be adjudged bankrupt or if a court order is made appointing a receiver to administer such Member's property such Member shall thereupon cease to be a Member of the Committee.
- 14.5 Committee Members shall receive no remuneration for serving on the Committee other than the payment of authorised expenses for carrying out their duties.

### **15 Vice-Presidents**

The Committee may each year nominate for election at the Annual General Meeting as Vice-Presidents of the Club such Member or Members as they consider should receive special recognition for services to the Club. Any Member so elected shall remain a Vice-President until ceasing to be a Member. The position of Vice-President shall not carry any rights or obligations and in particular a Vice-President shall not be an Officer or a Member of the Committee unless separately elected as such.

## **16 Trustees**

The property of the club shall be vested in the trustees to be dealt with by them as the Committee shall from time to time direct by a resolution (of which an entry in the Minutes Book shall be conclusive evidence). There shall be a minimum of four trustees. The trustees shall hold office until death or resignation and shall be indemnified against risk and expense out of Club property. Where by reason of such death or resignation it is necessary that a new Trustee or Trustees be appointed, the Committee shall nominate the person or persons to be appointed new Trustee or Trustees. For the purpose of giving effect to such nominations, the Secretary of the Club is hereby nominated as the person to appoint new Trustees within the meaning of The Trustee Act 2000, and he/she shall be deemed duly to appoint the person or persons so nominated by the Committee.

## **V FINANCE**

### **17 Club Finance**

**17.1** The Club's income shall be obtained annually from the subscriptions of Members, from investments and securities, from gate monies and ticket receipts from matches arranged by the Club at the Ground, from the letting of the Ground, from sponsorship and from any other available source.

**17.2** The profits of the Club shall be applied only in furthering the objects of the Club.

**17.3** The Club shall not have power to receive money on deposit from Members or others.

**17.4** A Financial Statement of the Club's affairs shall be made up to 30<sup>th</sup> June in each year (or such other date as may be determined from time to time by the Club in General Meeting) and shall be signed by the Hon. Treasurer, the Hon. Secretary and one Member of the Committee. An audit, where necessary in law or where the membership require, shall be carried out by a qualified auditor or, where the conditions applicable for appointing lay auditors apply, by 2 or more lay auditors, and a notice of where a printed copy of the signed Financial Statement, together with the Auditors' report thereon, for the preceding financial year may be reviewed shall be sent to Members with the notice calling an Annual General Meeting.

**17.5** The Club may participate in a direct debiting scheme as an originator for the purpose of collecting subscriptions for any category of membership and/or any other amounts due to the Club. In furtherance of such a scheme the Club may enter into an indemnity required by the bank upon whom direct debits are to be originated and such indemnity may be executed on behalf of the Club by the Secretary or as otherwise determined pursuant to these Rules.

### **18 Subscriptions**

Each Member shall, according to membership category, pay to the Club on 1<sup>st</sup> July (or such other date as may be determined by the Club in General meeting) such annual subscription as the Committee may from time to time determine.

### **19 Match Tickets**

**19.1** Tickets to the Ground for matches arranged by the Club shall be under the control of the Committee and shall be sold at prices fixed by the Committee (without any provision for repurchase by the Club) to Members or as the Committee may direct, and the Committee shall allocate such tickets on an equitable basis.

**19.2** Tickets to the Ground for representative and other matches for which the Ground is let shall be under the joint control of the Committee and the organisers of the match concerned.

**19.3** The Committee shall have power to issue such season and other tickets, on such terms, with such privileges and to such persons as it may from time to time determine.

## **20 Auditors**

- 20.1** The provisions of the Act relating to the appointment, powers, rights, remuneration, responsibilities and duties of the Auditors shall be complied with.
- 20.2** The Auditors where appointed shall be entitled to attend any General Meeting and to receive all notices of and other communications relating thereto which any Member is entitled to receive, and to be heard at any General Meeting on any part of the business which concerns them as auditors.

## **VI STATUTORY PROCEDURES**

### **21 Registered Office**

- 21.1** The registered office of the Club shall be at the Ground or at such other location in England as the Committee may from time to time otherwise determine.
- 21.2** Notice of any change in the situation of the registered office shall be given by the Secretary to the FCA within fourteen days after the change.

### **22 Use of the Name of the Club**

- 22.1** The name shall be kept painted or affixed in a conspicuous position and in letters which are easily legible on the outside of every office or place in which the activities of the Club are carried on.
- 22.2** The name shall be stated in legible characters in all business letters of the Club, in all notices, advertisements and other official publications of the Club, in all bills of exchange, promissory notes, endorsements, cheques and orders for money or goods purporting to be signed by or on behalf of the Club and in all bills, invoices, receipts and letters of credit of the Club.
- 22.3** Save with the authority of the Committee, the name of the Club shall not at any time be used by any Member in any document or advertisement issued or published by, or on behalf of or with the authority of that Member in such a way as to indicate or imply that such document or advertisement was issued or published by or on behalf of the Club or the Committee.

### **23 Seal**

The Club shall have its name engraved in legible characters on a seal which shall be kept in the custody of the Secretary and shall be used only under the authority of the Committee which may determine who shall countersign any instrument to which the seal is affixed and unless otherwise so determined it shall be countersigned by any two of the Officers.

### **24 Register of Members**

- 24.1** The Club shall keep at its registered office a Register of Members and Officers in which the Secretary shall enter the following particulars:
- 24.1.1** The name and postal address of each Member.
  - 24.1.2** A statement of the share held by each Member and the amount paid therefore.
  - 24.1.3** A statement of other property, if any, in the Club held by each Member whether in loans or otherwise.
  - 24.1.4** The date on which each Member was entered into in the Register as a member and

the date on which a Member ceased to be a Member.

**24.1.5** The names and addresses of the Officers of the Club with the offices held by them respectively and the date on which they assumed and left office.

**24.2** The Register of Members and Officers shall be so constructed that it is possible to open to inspection the particulars entered pursuant to Rules 24.1.1, 24.1.4 and 24.1.5 without also opening to inspection the other particulars entered in the Register.

## **25 Inspection of Books**

All members and persons having an interest in the funds of the Club shall be allowed to inspect their own accounts and the particulars entered in the Register of Members and Officers other than those entered under Rules 24.1.2 and 24.1.3 at all reasonable hours at the registered office of the Club subject to such regulations as to the time and manner of such inspection as may be made from time to time by a resolution passed at a General Meeting.

## **26 Annual Return**

**26.1** Every year not later than the date provided by the Act or where the return is made up to the date allowed by the FCA not later than seven months after such date the Secretary shall send to the FCA the annual return in the form prescribed by the FCA relating to the affairs of the Club for the period required by the Act to be included in the return together with a copy of the Financial Statement of the Club with the report of the Auditors where applicable thereon for the period included in the return and a copy of each balance sheet made during that period and the Report of the Auditors where applicable on that balance sheet.

**26.2** A copy of the latest annual return shall be supplied free of charge on demand to every member or other person interested in the funds of the Club. This requirement shall be satisfied by the publication of the annual return on a website provided that:

**26.2.1** the Club and the Member have agreed that the Club may make the annual return available to the Member on a website;

**26.2.2** the Club notifies the Member of the publication of the annual return on a website, the address of the website, the place on the website where the annual return may be accessed and how it may be accessed; and

**26.2.3** the return is available on that website from the date of notification (or, if later, the date on which the return first appears on the website) to the date when the annual return ceases to be the latest annual return for the Club.

## **27 Publication of Accounts**

The Club shall keep a copy of the last balance sheet for the time being together with the Report made by the Auditors where applicable thereon always hung up in the Club office, its registered office.

## **28 Registration**

These Rules shall take effect on and from the date of their registration pursuant to and in accordance with the provisions of Section 3 of the Act.

## **29 Dissolution**

In the event of it becoming necessary for the Members to discontinue the activities of the Club and to dissolve the Club under the provisions of the Act, its funds and property after the

satisfaction of the proper debts and liabilities of the club shall be donated to the Rugby Football Charitable Trust.

## **VII GENERAL**

### **30 Licensing**

**30.1** Save for those persons who are admitted to membership under Rule 5.13 no person may be admitted to membership without an interval of at least two days between the dates of nomination and admission.

**30.2** Subject to such restrictions as may be imposed from time to time by the Committee in any Regulations:

**30.2.1** the Ground shall be open during such hours as the Committee may decide and intoxicating liquor shall be supplied during such hours as may be fixed by the Committee and contained in the operating schedule set out in the Club's Premises Licence as required by law, but the Committee shall have power to close the Ground or any part thereof and/or to reduce the hours of supply of intoxicating liquor from time to time on affixing notice thereof on the Club's notice board.

**30.2.2** Members may introduce and entertain guests at the Ground.

**30.2.3** provision is hereby made for the admission to any premises on the Ground in respect of which the Club is registered under the Licensing Act 2003 (or any statutory modification or re-enactment thereof) of persons other than Members or their guests and for the sale of intoxicating liquor to them by or on behalf of the Club for consumption on such premises.

### **31 Continuity**

For the avoidance of doubt every Member of the Club who at the date these Rules take effect pursuant to Rule 28 holds office or position in any capacity in the Club (including the position of Vice-Presidents) shall continue to hold the same office or position following registration. Such Members shall have the same seniority, dates of appointment, dates of retirement and the like after registration as before registration, subject only to such changes as are necessary by virtue of these Rules. The Trustees under the former Rules of the Club shall, until they have fully discharged their duties, remain as Trustees upon those of the former Rules which relate to Trustees, varied only insofar as these Rules necessarily require.

### **32 Indemnity**

Each Officer (including under the former Rules of the Club the Trustees) and employee from time to time of the Club and each person who was or is from time to time a Member of the Committee or any Sub-Committee shall (to the extent that such person is not entitled to recover under any policy of insurance) being entitled to be indemnified out of any and all funds available to the Club, which may lawfully be so applied, against all costs, liens, charges, expenses and liabilities whatsoever incurred by such person in the execution and discharge of duties undertaken on behalf of the Club or in relation thereto, or incurred in good faith in the purported discharge of such duties, including any liability incurred in initiating, prosecuting or defending any proceedings, civil or criminal, which relate to anything done or omitted as an Officer or employee or as a Member of the Committee or any Sub-Committee as the case may be.

### **33 Notices**

**33.1** A notice may be served by the Club upon any Member, either personally or by sending it by post or fax addressed to such member at his or her registered address as appearing in the Register of Members. A notice may also be served by the Club upon any Member by electronic communication in accordance with rules 33.2 and 33.3.

**33.2** Any member who notifies the Club of an address to which the Club may send electronic communications shall be treated as having agreed to receive notice and other documents from the Club by electronic communication.

**33.3** If a Member notifies the Club of his email address the club may send the Member the notice or other documents by publishing the notice or other document on a website and notifying the Member by email that the notice or other document has been published on the website.

**33.4** Any notice, whether sent by post, fax or electronic communication shall be deemed to have been served on the day following that on which the letter or other communication containing the same is put into the post, sent, or otherwise despatched.

### **34 Arbitration**

Every dispute of the type defined as a "relevant dispute" in Section 137(2) of the Act or any amendment, modification or re-enactment thereof (not being one in respect of which the decision falls to be made in some other way under these Rules) shall be referred to the arbitration of a single arbitrator (pursuant to the Arbitration Act for the time being in force) to be appointed in default of agreement between the parties to the dispute by the President (or failing whom one of the other Officers) for the time being of the Union.

### **35 Interpretation**

Subject to the provisions of the Act any difference of opinion as to the interpretation of these Rules or on any matter not provided for therein shall be decided by the Chairman of a General Meeting at such Meeting or by the Committee in every other circumstance, and every such decision shall be recorded in the minutes and shall be accepted as the true meaning until thereafter otherwise interpreted on due notice at a subsequent General Meeting.

### **36 Schedule of Definitions**

|                       |   |
|-----------------------|---|
| “the Act”             | means the Co-operative and Community Benefit Societies Act 2014 and any subsequent Acts governing or otherwise affecting co-operative societies.  |
| “Auditors”            | means the auditors of the Club for the time being.  |
| “Club”                | means Esher Rugby Football Club Limited.  |
| “Committee”           | means the committee designated in Rule 14 and “Committee Member” or “Member of the Committee” means a member of the Committee for the time being and shall include a person co-opted under Rule 11.2. |
| “Financial Statement” | means a Balance Sheet together with a Statement of Accounts showing Income and Expenditure.   |
| “FCA”                 | means the Financial Conduct Authority or its statutory successor carrying on its relevant functions.  |
| “Game”                | means the game of Rugby Union Football.   |
| “General Meeting”     | means a general meeting of Members.   |
| “Ground”              | means the ground including stands, clubhouse and other buildings built thereon maintained and developed under the provisions of Rule 3.5.   |

|                           |  |
|---------------------------|--|
| “Laws of the Game”        | means the laws promulgated by the IRFB from time to time according to which the Game is played throughout the world.   |
| “Member”                  | means a member of the Club.  |
| “Officers”                | means the officers designated in Rule 13.  |
| “Operating Schedule”      | means the schedule contained in the Club Premises Licence governing the scope of the Club’s activities under the Licensing Act 2003.   |
| “Premises Licence”        | means the Club’s premises or Club premises certificate permitting the Club to use the Club’s premises for licensable activities under the Licensing Act 2003.                                |
| “Regulation”              | means a resolution, regulation or instruction made in accordance with Rule 4.12.   |
| “Rules”                   | means the Rules of the Club for the time being registered with the FCA.  |
| “Secretary”               | means the Secretary of the Club for the time being.  |
| “Trustee”                 | means a Trustee designated in Rule 16.   |
| “Union”                   | means the Rugby Football Union.  |
| “World Rugby”             | Means the world Governing Body of the Game which at the date of the adoption of these Rules is World Rugby (formerly known as the International Rugby Board) of which the Union is a member. |
| “World Rugby Regulations” | means the Resolutions and Regulations Relating to the Game promulgated by World Rugby from time to time.   |

**Signatures**

Name: ..... Signature: .....  
*(Member)*

Name: ..... Signature: .....  
*(Member)*

Name: ..... Signature: .....  
*(Member)*

Name ..... Signature: .....  
*(Secretary)*



